UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS

KIN-YIP CHUN, Individually and on Behalf of All Others Similarly Situated, Plaintiff, v. FLUOR CORPORATION, DAVID T. SEATON, BIGGS C. PORTER and BRUCE A. STANSKI, Defendants.	Case No. __________ **COMPLAINT FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS** **JURY TRIAL DEMANDED**

CLASS ACTION COMPLAINT

Plaintiff Kin-Yip Chun ("Plaintiff"), by his attorneys, except for his own acts, which are based on knowledge, alleges the following based upon the investigation of counsel, which included a review of United States Securities and Exchange Commission ("SEC") filings by Fluor Corporation ("Fluor" or the "Company"), as well as regulatory filings and reports, securities analyst reports and advisories by the Company, press releases and other public statements issued by the Company, and media reports about the Company. Plaintiff believes that additional evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery:

NATURE OF THE ACTION

1. This is a federa1 securities class action on behalf of all investors who purchased or otherwise acquired Fluor common stock from August 14, 2013 through May 3, 2018, inclusive (the "Class Period"), seeking to recover compensable damages caused by Defendants' violations of federal securities laws and pursue remedies under the Securities Exchange Act of 1934 (the "Exchange Act").

JURISDICTION AND VENUE

2. The federal law claims asserted herein arise under and pursuant to Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §§ 78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. § 240.10b-5).

3. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. § 1331, Section 27 of the Securities Act (15 U.S.C. §78aa.). This Court has jurisdiction over each Defendant named herein because each Defendant is an individual who has sufficient minimum contacts with this District so as to render the exercise of jurisdiction by the District Court permissible under traditional notions of fair play and substantial justice.

4. Venue is proper in this District pursuant to Section 27 of the Exchange Act, and 28 U.S.C. § 1391(b) because certain of the acts alleged herein, including the preparation and dissemination of material false and/or misleading information, occurred in this District.

PARTIES

5. Plaintiff purchased Fluor common stock within the Class Period and, as a result, was damaged thereby. Plaintiff's certification evidencing his transactions is attached hereto as Exhibit A.

6. Defendant Fluor is incorporated in Delaware with its principal offices located at 6700 Las Colinas Boulevard, Irving, Texas 75039. Fluor's common stock trades on the New York Stock Exchange ("NYSE") under the ticker symbol "FLR."

7. Defendant David T. Seaton ("Seaton") was the Chief Executive Officer ("CEO") and Chairman of the Company at all relevant times.

8. Defendant Biggs C. Porter ("Porter") was the Chief Financial Officer ("CFO") from the beginning of the Class Period to August 4, 2017.

9. Defendant Bruce A. Stanski ("Stanski") was the Company's CFO from August 4, 2017 to the end of the Class Period.

10. Defendants in paragraphs 7-9 are collectively referred to herein as the "Individual Defendants."

11. Each of the Individual Defendants:

(a) directly participated in the management of the Company;

(b) was directly involved in the day-to-day operations of the Company at the highest levels;

(c) was directly or indirectly involved in drafting, producing, reviewing and/or disseminating the false and misleading statements and information alleged herein;

(d) was directly or indirectly involved in the oversight or implementation of the Company's internal controls;

(e) was aware of or deliberately recklessly disregarded the fact that the false and misleading statements were being issued concerning the Company; and/or

(f) approved or ratified these statements in violation of the federal securities laws.

12. Because of the Individual Defendants' positions within the Company, they had access to undisclosed information about Fluor's business, operations, operational trends, financial statements, markets and present and future business prospects via access to internal corporate documents (including the Company's operating plans, budgets and forecasts and reports of actual operations and performance), conversations and connections with other

corporate officers and employees, attendance at management and Board meetings and committees thereof and via reports and other information provided to them in connection therewith.

13. As officers of a publicly-held company whose securities were, and are, registered with the SEC pursuant to the federal securities laws of the United States, the Individual Defendants each had a duty to disseminate prompt, accurate and truthful information with respect to the Company's financial condition and performance, growth, operations, financial statements, business, markets, management, earnings and present and future business prospects, and to correct any previously-issued statements that had become materially misleading or untrue, so that the market price of the Company's publicly-traded securities would be based upon truthful and accurate information. The Individual Defendants' misrepresentations and omissions during the Class Period violated these specific requirements and obligations.

14. The Individual Defendants, because of their positions with the Company, possessed the power and authority to control the contents of Fluor's reports to the SEC, press releases, and presentations to securities analysts, money and portfolio managers, and institutional investors, *i.e.*, the market. Each Individual Defendant was provided with copies of the Company's reports and press releases alleged herein to be misleading prior to, or shortly after, their issuance and had the ability and opportunity to prevent their issuance or cause them to be corrected. Because of their positions and access to material non-public information available to them, each of these defendants knew that the adverse facts specified herein had not been disclosed to, and were being concealed from, the public, and that the positive representations which were being made were then materially false and/or misleading. The Individual Defendants are liable for the false statements pleaded herein, as those statements were each "group-

published" information, the result of the collective actions of the Individual Defendants.

15. Each of the Individual Defendants are liable as a participant in a fraudulent scheme and course of business that operated as a fraud or deceit on purchasers of Fluor common stock by disseminating materially false and misleading statements and/or concealing material adverse facts. The scheme: (i) deceived the investing public regarding Fluor's business, operations, management and the intrinsic value of its securities and (ii) caused Plaintiff and other shareholders to purchase Fluor securities at artificially inflated prices.

SUBSTANTIVE ALLEGATIONS

A. Company Background

16. Fluor is a holding company providing through various entities engineering, procurement, construction, fabrication and modularization, commissioning and maintenance and management services for clients (including the U.S. federal government) in industries such as oil and gas, chemicals and petrochemicals, mining and metals, transportation, power, life sciences and advanced manufacturing.

17. Fluor's business is divided into four principal segments: Energy, Chemicals & Mining; Industrial, Infrastructure & Power; Diversified Services; and Government.

18. Through the Industrial, Infrastructure & Power segment, Fluor provides design, engineering, procurement, construction and project management services to transportation, life sciences, advanced manufacturing, water and power sectors.

19. In the gas market, Fluor offers engineering, procurement, construction, program management, start-up and commissioning and technical services, notably related to the construction of gas-fired power generation facilities.

20. Fluor performs different contracts, either "reimbursable contracts" or "fixed-price contracts." Fixed-priced contracts include lump-sum contracts, negotiated fixed-price contracts and unit price contracts. Under lump-sum contracts, Fluor typically bids on a contract based upon specifications provided by a client. Under negotiated fixed-price contracts, Fluor would be first selected as contractor before negotiating. Under unit price contracts Fluor is paid a set amount for every unit of work performed under a cost saving performance basis: if Fluor performs well, it will benefit from cost savings; if the project does not proceed as originally planned, the project cost overruns.

21. On August 2, 2012, Fluor announced that it was awarded the contract to build Dominion Energy, Inc.'s Brunswick County Power Station (the "Brunswick Project"), a natural gas-fired power station in Brunswick County, VA; an investment exceeding more than $1 billion.

B. Material Misstatements and Omissions during the Class Period

22. The Class Period begins on August 14, 2013, when Fluor issued a press release announcing the beginning of the construction of a natural gas-fueled power station in Brunswick County, Virginia ("August 2013 Press Release"). Therein, Fluor stated in relevant part:

> IRVING, Texas--(BUSINESS WIRE)--Fluor Corporation (NYSE: FLR) announced today that it received full notice to proceed from Dominion Virginia Power (NYSE: D) to begin construction on the company's new 1,358-megawatt, natural gas-fueled power station in Brunswick County, Virginia. This award follows the limited notice to proceed contract that Dominion awarded to Fluor in August 2012. ***Fluor booked approximately $800 million into backlog during the third quarter of 2013.***
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> "Fluor is pleased that the project has received the approval from the Virginia State Corporation Commission to move forward with construction," said Matt McSorley, senior vice president and head of Fluor's Power business. "We look forward to continuing to provide Dominion with our full suite of engineering, procurement and construction services on this significant new power source in the eastern United States."

> Fluor began providing engineering and procurement services on the plant from its Charlotte, North Carolina office last year while Dominion awaited regulatory approvals to begin construction. The project is expected to staff approximately 600 craft workers at peak during the construction phase.
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> On August 2, 2013, Dominion received approval from the Virginia State Corporation Commission to move forward with construction. The new combined cycle, natural gas-fired power station will meet increased customer demand and replace electricity from older coal-fired generating units that are being retired. The Brunswick County Power Station is expected to begin providing commercial service in the summer of 2016.
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> Over the past 10 years, Fluor has provided engineering, procurement, construction and commissioning services for more than 34,000 megawatts of gas-fired power facilities.

Emphasis added.

23. On May 1, 2014, Fluor issued a press release, also attached as exhibit 99.1 to the Form 8-K filed with the SEC announcing the Company's financial and operating results for the first fiscal quarter ended March 31, 2014 ("Q1 2014 Press Release"). For the quarter, the Company reported net earnings of $149 million or $0.92 per diluted share, compared to a net earnings of $166 million in the previous year's comparable quarter. The press release stated in relevant part:

> IRVING, TEXAS — May 1, 2014 — Fluor Corporation (NYSE: FLR) today announced financial results for its first quarter ended March 31, 2014. Net earnings attributable to Fluor for the first quarter were $149 million, or $0.92 per diluted share, compared to $166 million, or $1.02 per diluted share a year ago. Consolidated segment profit for the quarter was $268 million, compared to $294 million in the first quarter of 2013. Segment profit results included a 32 percent increase in Oil & Gas, offset by declines in the Company's other segments. Revenue for the first quarter was $5.4 billion, down from $7.2 billion last year, mainly due to a significant reduction in revenue from the Industrial & Infrastructure segment's mining and metals business line.
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> New awards for the quarter were a record $10.7 billion, including $8.8 billion in Oil & Gas, $924 million in Industrial & Infrastructure and $748 million in Government. Consolidated backlog at the end of the quarter rose to $40.2 billion, up $5.3 billion over last quarter, and up from $37.5 billion a year ago.

> ***"Our Oil & Gas group continues to perform extremely well, posting nearly $9 billion in new awards and growing profitability by 32 percent," said Chairman and Chief Executive Officer David Seaton.*** "However, our overall expectations for the year are tempered by continued weakness in a number of our other end markets."

Emphasis added.

24. During a conference call to discuss the Company's financial and operating results for the first fiscal quarter ended March 31, 2014 ("Q1 2014 Conf. Call"), Fluor's CEO, Chairman of the Board and Chairman of the Executive Committee, Defendant Seaton stated in relevant part:

> In the Power segment, new awards were $166 million, and ending backlog was $1.9 billion, comparable with the $1.9 billion a year ago. Although the market is very competitive, we're bidding a number of gas-fired power generation facilities and expect awards over the next few quarters. ***Although book and burn from these projects would be light in the current year, the number of opportunities is important to our prospects for growth in Power in 2015.***
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> And then I think Power, I mean, one of the things that's in front of us, as we've said in previous calls and certainly in this call, there's a lot of combined cycle gas-fired power plants that we're bidding. I think we -- I think there's 7 of them that we're in bid right now.

Emphasis added.

25. When analyst Tate Sullivan from CLSA Limited inquired about the scale of the order opportunity with the seven bids for gas-fired plants, Defendant Seaton responded that it was "***somewhere in the neighborhood of $2 billion, $1.7 billion to $2 billion in revenue - - new order revenue."***

26. On October 30, 2014, Fluor announced the Company's financial and operating results for the third fiscal quarter ended September 30, 2014. During a conference call to discuss the results ("Q3 2014 Conf. Call"), Defendant Seaton stated in relevant part:

> The Power segment new awards were $382 million, as I said, including engineering and construction for new gas-fired power plant in South Carolina. Ending backlog was $1.8 billion compared to 2.8 -- $2.1 billion a year ago. We continue to bid for new gas-fired opportunities in North America and expect opportunities for power generation and plant betterment to improve in 2015.

27. On February 18, 2015, Fluor filed a Form 10-K with the SEC announcing the Company's financial and operating results for the fiscal fourth quarter and fiscal year ended December 31, 2014 ("2014 10-K"), which was signed and certified under the Sarbanes Oxley Act of 2002 by the Individual Defendants. For the year, the Company reported net earnings of $715 million, or $4.48 per diluted share, compared to net earnings of $668 million in the previous year. The 2014 10-K stated in pertinent part:

> Revenue in 2014 was 28 percent lower compared to 2013, primarily due to a decrease in project execution activities on two solar power projects in the western United States and a gas-fired power plant in Texas, all of which reached substantial completion during the year. ***The overall revenue decline was partially offset by a significant increase in project execution activities for a gas-fired power plant in Virginia.*** Revenue in 2013 was 65 percent higher compared to 2012, primarily attributable to a significant increase in project execution activities for a solar power project in the western United States and two gas-fired power plant projects in Texas and Virginia. Some of the revenue increase in 2013 was offset by reduced volume on certain domestic projects progressing towards completion.
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> Segment profit for 2014 increased significantly compared to 2013 principally due to greater contributions from an increase in project execution activities for the gas-fired power plant in Virginia and from the substantial completion of the gas-fired power plant in Texas, as well as reduced NuScale expenses, net of qualified reimbursable expenditures, as discussed below. The overall increase was partially offset by reduced contributions from various projects that were completed or progressing to completion during 2014, including the two solar power projects in the western United States. Segment profit for 2013 increased significantly compared to 2012 principally due to increased contributions from a solar power project in the western United States and a decrease in expenses associated with NuScale.
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> Although there has been a recent increase in bidding and proposal activity, the Power segment continues to be impacted by relatively weak demand for new

> power generation. Market segments with the most likely new near-term opportunities include gas-fired combined cycle generation, renewable energy and air emissions compliance projects for existing coal-fired power plants. ***New awards of $1.1 billion in 2014 included a nuclear power plant maintenance project in California and a gas-fired power plant project in South Carolina. New awards of $1.5 billion in 2013 included a natural gas-fired power plant project in Virginia***. New awards of $884 million in 2012 included a solar power project in the western United States. Backlog was $2.1 billion as of December 31, 2014, $2.0 billion as of December 31, 2013 and $1.9 billion as of December 31, 2012.

Emphasis added.

28. On July 30, 2015, Fluor announced the Company's financial and operating results for the first fiscal quarter ended June 30, 2015. During a conference call to discuss the results ("Q2 2015 Conf. Call"), analyst Jerry David Revich from Goldman Sachs & Co. LLC inquired about the cadence of the projects in the power market, to which Defendant Seaton responded in relevant part:

> **Jerry David Revich - Goldman Sachs & Co.**
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> And David, in Power you mentioned now that the uncertainty has gone, projects are moving forward. Can you just give us a sense of your views on the cadence, how many projects do you think move forward within the next 12 months to 24 months, just flesh out you visibility for us, if you could?
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> **David Thomas Seaton - Chairman & Chief Executive Officer**
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> ***There is numerous gas-fired combined cycle plants being planned and we're focused on a lot of them.*** We've got three that we're working on right now in varying stages, two with Duke and one with Dominion that the final notice to procedure on that project is not even in backlog yet. So I would argue that there is 10 to 20 on the books that will happen over the next probably five years, or at least, they'll go to limited notice to proceed in the next five years. ***So, I think we've got kind of a good solid earnings stream ahead of us in terms of gas plants***, and the replacement of some of the coal fleet that's been planned.
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> When you look at the power margin there – power production margin, it still hasn't gotten to the point where it's putting pressure on these companies to put more capacity online. So I think we got to see some macro things happen in terms of the economy and people starting to build other things to use up the power

> margin to where they have to do that. So it's kind of replacing coal and it's also capacity and the capacity side isn't supporting a rapid advance of those projects.

Emphasis added.

29. On February 18, 2016, Fluor filed a Form 10-K with the SEC announcing the Company's financial and operating results for the fiscal fourth quarter and fiscal year ended December 31, 2015 ("2015 10-K"), which was signed and certified under the Sarbanes Oxley Act of 2002 by the Individual Defendants. For the year, the Company reported net earnings of $418 million, or $2.85 per diluted share, compared to net earnings of $715 million in the previous year. In the 2015 10-K, Fluor stated in pertinent part:

> Revenue in 2015 decreased 6 percent compared to 2014, principally due to a decrease in project execution activities for a solar energy project in California and a large gas-fired plant in Brunswick County, Virginia. ***The overall revenue decline was partially offset by increased project execution activities for several projects in the early stages of project execution, including a gas-fired power plant in Greensville County, Virginia and two large gas-fired power plants in South Carolina and Florida***. Revenue in 2014 was 28 percent lower compared to 2013, primarily due to a decrease in project execution activities on two solar power projects in the western United States and a gas-fired power plant in Texas, all of which reached substantial completion during 2014. The overall revenue decline in 2014 was partially offset by a significant increase in project execution activities for the gas-fired power plant in Brunswick County, Virginia.
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> Segment profit for 2015 decreased significantly compared to 2014. Segment profit in 2015 included a loss of $60 million (including the reversal of previously recognized profit) resulting from forecast revisions for the gas-fired power plant in Brunswick County, Virginia, and an increase in NuScale expenses, net of qualified reimbursable expenditures. ***The overall decline in segment profit was partially offset by increased contributions from several projects in the early stages of project execution, as mentioned above. Segment profit for 2014 increased significantly compared to 2013 principally due to greater contributions from an increase in project execution activities for the gas-fired power plant in Virginia and from the substantial completion of the gas-fired power plant in Texas***, as well as reduced NuScale expenses, net of qualified reimbursable expenditures, as discussed below. The overall increase was partially offset by reduced contributions from various projects that were completed or progressing to completion during 2014, including the two solar power projects in the western United States.

> Segment profit margin in 2015 decreased over 2014 due to the same factors that drove the decrease in segment profit during 2015. Segment profit margin improved during 2014 primarily due to increased contributions resulting from the substantial completion of the two solar projects and the Texas gas-fired power plant noted above and reduced NuScale expenses, net of qualified reimbursable expenditures.
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> New awards were $6.0 billion in 2015, including a $5.0 billion award from Westinghouse Electric Company to manage the construction workforce at two Westinghouse nuclear power plants projects in Georgia and South Carolina on a cost-plus, fixed-fee basis and a gas-fired power plant in Florida. New awards of $1.1 billion in 2014 included a nuclear power plant maintenance project in California and a gas-fired power plant project in South Carolina. New awards of $1.5 billion in 2013 included a natural gas-fired power plant project in Virginia. Backlog was $6.8 billion as of December 31, 2015, $2.1 billion as of December 31, 2014 and $2.0 billion as of December 31, 2013.

Emphasis added.

30. On February 17, 2017, Fluor filed a Form 10-K with the SEC announcing the Company's financial and operating results for the fiscal fourth quarter and fiscal year ended December 31, 2016 ("2016 10-K"), which was signed and certified under the Sarbanes Oxley Act of 2002 by the Individual Defendants. For the year, the Company reported net earnings of $281.4 million, or $2.00 per diluted share, compared to net earnings of $418 million in the previous year. In the 2016 10-K, Fluor stated in pertinent part:

> ***Revenue in 2016 increased 81 percent compared to 2015, primarily due to increased project execution activities in the power business line for several projects, including two nuclear projects and several gas-fired power plants in the southeastern United States.*** Revenue in 2015 decreased 21 percent compared to 2014, primarily due to reduced project execution activities in the infrastructure business line, which was largely attributable to the completion of a domestic transportation project in 2014.
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> ***Segment profit increased significantly in 2016 compared to 2015 primarily due to the higher volume of project execution activities for the power projects mentioned above***, as well as the adverse impact in the prior year of a loss of $60 million resulting from forecast revisions on a large gas-fired power plant in Brunswick County, Virginia. Segment profit decreased significantly in 2015

> compared to 2014. Factors contributing to the decline in segment profit during 2015 included the aforementioned loss on the gas-fired power plant in Brunswick County, Virginia, reduced contributions from the infrastructure business line resulting from the completion of a domestic transportation project in 2014 and an increase in NuScale expenses, net of qualified reimbursable expenditures.
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> Segment profit margin significantly increased in 2016 compared to the prior year principally driven by the same factors affecting segment profit. Segment profit margin in 2015 decreased over 2014 due to the same factors that drove the decrease in segment profit during 2015.
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> The Industrial, Infrastructure & Power segment includes the operations of NuScale, which are primarily research and development activities. NuScale expenses, net of qualified reimbursable expenditures, included in the determination of segment profit, were $92 million, $80 million and $46 million for 2016, 2015 and 2014, respectively.
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> New awards in the Industrial, Infrastructure & Power segment were $6.2 billion during 2016, $7.1 billion during 2015 and $2.3 billion during 2014. New awards in 2016 were primarily in the infrastructure business line and included the Purple Line Light Rail Transit Project in Maryland, the Loop 202 South Mountain Freeway Project in Arizona, the Port Access Road Project in South Carolina, an award on a combined-cycle power plant in Greensville County, Virginia and a pharmaceutical manufacturing facility in North Carolina. New awards in 2015 included a $5.0 billion award from Westinghouse Electric Company to manage the construction workforce at two Westinghouse nuclear power plant projects in Georgia and South Carolina on a cost-plus, fixed-fee basis, a gas-fired power plant in Florida and a highway project in Texas. New awards in 2014 included A9 Holendrecht — Diemen road project in the Netherlands, a gas-fired power plant project in South Carolina and a large manufacturing facility in the United States.
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> Backlog in the Industrial, Infrastructure & Power segment was $15.1 billion as of December 31, 2016, $9.7 billion as of December 31, 2015 and $5.0 billion as of December 31, 2014. The increases in backlog during 2016 primarily resulted from project adjustments in the power business line for the two Westinghouse nuclear power plant projects discussed above and new awards in the infrastructure business line. The increase in backlog during 2015 resulted from new awards in the power business line discussed above.

Emphasis added.

31. The statements in paragraphs ¶18-21 above were materially false and/or misleading because they misrepresented and failed to disclose the following adverse facts

pertaining to the Company's business, operations, and prospects, which were known to Defendants or recklessly disregarded by them. Specifically, Defendants failed to disclose that: (i) Fluor's bidding process for the gas-fired projects was flawed; (ii) Fluor had improperly estimated the gas-fired projects; (iii) as a result, Fluor would face craft productivity issues, equipment issues and other execution issues; (iv) Fluor would incur multiple charges impacting quarterly results; (v) Fluor would ultimately decide to discontinue the pursuit of the gas-fired power market; and (vi) as a result of the foregoing, Defendants' statements about Fluor's business, operations, and prospects, were false and misleading and/or lacked a reasonable basis.

C. The Truth Begins to Emerge

32. On August 3, 2017, after the market close, Fluor issued a press release, also attached as exhibit 99.1 to the Form 8-K filed with the SEC announcing the Company's financial and operating results for the second fiscal quarter and six month ended June 30, 2017 ("Q2 2017 Press Release"). For the quarter, the Company reported a net loss of $24 million, or $0.17 per diluted share, compared to net earnings of $102 million in the previous year's comparable quarter. The press release stated in relevant part:

> IRVING, TEXAS — August 3, 2017 — Fluor Corporation (NYSE: FLR) today announced financial results for its second quarter ended June 30, 2017. The second quarter was a net loss attributable to Fluor of $24 million, or $0.17 per diluted share, compared to net earnings attributable to Fluor of $102 million, or $0.72 per diluted share a year ago. ***Results for the quarter include an after-tax charge of $124 million, or $0.89 per diluted share, for estimated cost increases on three gas-fired power projects.*** Consolidated segment profit for the quarter was $15 million, down from $230 million a year ago. Second quarter revenue was $4.7 billion compared to $4.9 billion in the prior year.
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> New awards for the quarter were $3.2 billion, including $1.1 billion in Government, $860 million in Energy, Chemicals & Mining, $672 million in Industrial, Infrastructure & Power and $554 million in Diversified Services. Consolidated ending backlog was $37.6 billion.

"***The challenges we have experienced over the last two years on gas-fired power projects are inconsistent with the results we have historically achieved***," said David Seaton, Fluor chairman and chief executive officer. "With the recent leadership and organizational changes made in our power segment, a reassessment of the power market is underway to determine where the gas-fired power business offers adequate return opportunities consistent with our expectations and long term experience."

Corporate G&A expense for the second quarter of 2017 was $47 million, compared to $53 million a year ago. Fluor's cash and marketable securities balance at the end of the second quarter was $2.1 billion. During the quarter, the company generated $158 million in cash from operating activities, and paid out $29 million in dividends.

Outlook

As a result of the charge in Industrial, Infrastructure & Power, and, to a lesser extent the wind down of the V.C. Summer Nuclear Station project, the Company is revising its 2017 guidance for EPS to a range of $1.40 to $1.70 per diluted share, from the previous range of $2.25 to $2.75 per diluted share.

Business Segments

Fluor's Energy, Chemicals & Mining segment reported segment profit of $127 million, compared to $126 million in the second quarter of 2016. Second quarter revenue of $2.3 billion declined from $2.5 billion a year ago primarily due to reduced activity on Gulf Coast chemicals projects. New awards for the segment totaled $860 million and ending backlog was $19.2 billion compared to $25 billion a year ago.

The Industrial, Infrastructure & Power segment reported a segment loss of $168 million, compared to a segment profit of $51 million in the second quarter of 2016. Results for the quarter include approximately $194 million in pre-tax project expenses related to forecast adjustments on three gas-fired power projects. Revenue for the segment was flat at $1 billion compared to a year ago. New awards in the second quarter were $672 million, including the Southern Gateway highway project in Texas. Ending backlog for the segment was $11.4 billion, compared to $12.7 billion a year ago, and reflects an adjustment for the V.C. Summer Nuclear Station project that is winding down.

Emphasis added.

33. During a conference call to discuss the Company's financial and operating results for the second fiscal quarter and six month ended June 30, 2017 ("Q2 2017 Conf. Call"), Defendant Seaton stated in relevant part:

> I want to start our call today discussing the issues we're experiencing in our Industrial, Infrastructure & Power segment, and specifically the concerns on three gas-fired projects currently under construction. ***All three projects, four if you include the Brunswick project that incurred a charge in 2015, had a fundamental problem. And the projects did not meet the original baseline assumptions due to improper estimating, craft productivity and equipment issues***. All of these projects were bid in 2014 by the same pursuit team.

Emphasis added.

34. On this news, Fluor's price per share of common stock declined $3.80 from a close of $43.86 on August 3, 2017, to a close of $40.06 per share of common stock on August 4, 2017, ***a drop of approximately 8.7%.***

D. <u>Additional Misstatements During the Class Period</u>

35. On November 2, 2017, after the market close, Fluor announced the Company's financial and operating results for the first fiscal quarter ended September 30, 2017. During a conference call to discuss the Company's results ("Q3 2017 Conf. Call"), Defendant Seaton stated "***I'm pleased to report we made solid progress on the three gas-fired power plants we're currently executing and remain on track to complete two of those projects in the first part of next year with the final project to be completed in late 2018***."

36. On February 20, 2018, Fluor filed a Form 10-K with the SEC announcing the Company's financial and operating results for the fourth fiscal quarter and year ended December 31, 2017 ("2017 10-K"). For the year, the Company reported net earnings of $191 million, or $1.36 per diluted share, compared to net earnings of $281 million in the previous year. During a conference call to discuss the Company's results ("FY 2017 Conf. Call"), Defendant Seaton stated:

> Regarding the remaining three gas-fired power plants we're currently executing, one project is substantially complete and in commissioning in start-up activity phases. The remaining two projects are approximately 75% complete and will be

> completed by year end. One of these projects incurred an additional charge of $41 million in the quarter.
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> ***When you think about power in general, we'll continue to pursue projects -- gas-fire projects and other renewables***. We're looking at pursuing nuclear in Saudi Arabia and some other places; so I mean it's one of these things where I go back to my comment just a minute ago about discipline. And in hearing to that integrated solutions approach; so I think that there are some opportunities out there that are on the gas side kind of near-term, say this year. And I think the other stuff is in the out years but we're going to continue to pursue in other things that make sense in the power sector. We do have some good projects in that market as opposed to the four that we've dealt with over the last two years, and we'll continue to push that market as well.

Emphasis added.

37. The statements in paragraphs ¶35-36 above were materially false and/or misleading because they misrepresented and failed to disclose the following adverse facts pertaining to the Company's business, operations, and prospects, which were known to Defendants or recklessly disregarded by them. Specifically, Defendants failed to disclose that: (i) Fluor's bidding process for the gas-fired projects was flawed; (ii) Fluor had improperly estimated the gas-fired projects; (iii) as a result, Fluor would face craft productivity issues, equipment issues and other execution issues; (iv) Fluor would incur multiple charges impacting quarterly results; (v) Fluor would ultimately decide to discontinue the pursuit of the gas-fired power market; and (vi) as a result of the foregoing, Defendants' statements about Fluor's business, operations, and prospects, were false and misleading and/or lacked a reasonable basis.

E. The Truth Emerges

38. On May 3, 2018, after the market close, Fluor issued a press release, also attached as exhibit 99.1 to the Form 8-K filed with the SEC announcing the Company's financial and operating results for the first fiscal quarter ended March 31, 2018 ("Q1 2018 Press Release").

For the quarter, the Company reported a net loss of $18 million, or $0.13 per diluted share, compared to net earnings of $61 million in the previous year's comparable quarter. The press release stated in relevant part:

> IRVING, TEXAS — May 3, 2018 — Fluor Corporation (NYSE: FLR) today announced financial results for its first quarter ended March 31, 2018. The first quarter was a net loss attributable to Fluor of $18 million, or $0.13 per diluted share, compared to net earnings of $61 million, or $0.43 per diluted share a year ago. Results for the quarter include an after-tax charge of approximately $96 million, or $0.69 per diluted share, for forecast revisions on a gas-fired power project. Consolidated segment profit for the quarter was $52 million, compared to $133 million a year ago. First quarter revenue of $4.8 billion was flat compared to a year ago.
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> New awards for the quarter were $2.5 billion, including $1.3 billion in Mining, Industrial, Infrastructure & Power, $721 million in Energy & Chemicals, $433 million in Diversified Services and $43 million in Government. Consolidated ending backlog of $29.1 billion compares to $41.6 billion a year ago.
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> "Results for the quarter did not meet our expectations as a result of continued challenges on a gas-fired power project," said David Seaton, Fluor chairman and chief executive officer. "Going forward, our primary focus will be on markets where we see opportunities to fully deploy our integrated solutions model to deliver the capital efficiency that our clients demand. This includes our recent announcement on the LNG Canada project, which is one of many opportunities we see in the second half of 2018."
>
> Corporate G&A expense for the first quarter of 2018 was $57 million, compared with $45 million a year ago. Expenses for the quarter include $12 million related to foreign currency exchange losses. Fluor's cash and marketable securities balance at the end of the first quarter was $1.8 billion, down from $2.1 billion last quarter primarily due to increased working capital needs to support project execution activities for the power restoration project in Puerto Rico. During the quarter, the company utilized $136 million in cash from operating activities, and paid out $30 million in dividends.
>
> **<u>Outlook</u>**
>
> ***The company is revising its 2018 guidance for EPS to a range of $2.10 to $2.50 per diluted share, from the previous range of $3.10 to $3.50 per diluted share, due in large part to forecast revisions on a gas-fired power project.***

Business Segments

> Fluor's Energy & Chemicals segment reported segment profit of $106 million, compared to $84 million in the first quarter of 2017. Results for the quarter reflect an increase in project execution activities for a large upstream project. First quarter 2018 revenue was $1.9 billion compared to $2.1 billion a year ago. New awards for the segment totaled $721 million, and ending backlog was $14.1 billion compared to $19.1 billion a year ago.
>
> The Mining, Industrial, Infrastructure & Power segment reported a segment loss of $144 million, compared to a segment loss of $3 million in the first quarter of 2017. ***Results for the quarter include a pre-tax charge of approximately $125 million for forecast revisions on a gas-fired power project***. Revenue for the segment declined to $910 million from $1.4 billion a year ago due to reduced volume of project execution activities in power. New awards in the first quarter were $1.3 billion including a mine expansion project in Peru. Ending backlog for the segment was $10.3 billion, down from $15.8 billion a year ago.

Emphasis added.

39. During a conference call to discuss the Company's financial and operating results for the first fiscal quarter ended March 31, 2018 ("Q1 2018 Conf. Call"), Defendant Seaton stated in relevant part:

> Let's start off by discussing the challenges that we are experiencing on the same gas-fired power project we discussed last quarter and the steps we're taking to complete this project and in Fluor's participation in the specific end market.
>
> Craft productivity and estimating were materially different than the original baseline expectations we made in the initial charge on this project last year. While those factors were included in our initial charge, the majority of the $125 million charge taken this quarter is driven by extremely low ongoing productivity and the financial impact that this has relative to the initial expected timing of when the two units would be available for power production based on the current outlook. As of last week, this project is 86% complete, with an expected completion date in Q4 of this year.
>
> Last August we made a number of changes to our power business. This included bringing in new leadership, removing certain executives and closing our power operation office in Charlotte. I also stated that we were in the process of assessing the gas-fired market to determine if there are opportunities for risk-adjusted returns that are consistent with our expectations and long-term experience. I'd like to share with you the outcome of our review and the further actions that we are taking. I'm going to ask everyone to pay close attention.

> The U.S. power consumption growth rate is less than 1%. Power producers do not really need additional capacity other than satisfying regional needs. We, the industry, and the entire E&C community have led our clients to believe that a gas-fired power project costs approximately $650 per kilowatt, although virtually no one has delivered one for that value.
>
> The customers start at that figure, negotiate it downward and there's always some contractor that is willing to say okay to the lower number using some excuse to justify the win, Fluor included. We have had 12 gas-fired power projects since 2003. ***10 of the 12 have underperformed our as-sold expectation with three suffering losses***. Competition, both public and private, have had similar experiences with no current projects performing as expected.
>
> Some industry leaders think these are cookie cutter projects, but they are not. These projects have different machines, different site locations, different labor pools, all of which produce different outcomes. Craft labor, in this case, has been the major issue. ***Therefore, Fluor will discontinue the pursuit of lump-sum gas-fired power market from the end of Q1.***

Emphasis added.

40. During the Q&A session of the conference call, Jamie L. Cook from Credit Suisse Securities (USA) LLC inquired about the charges in the power segment and the decision to exit the market, to which Defendant Seaton responded:

> **Jamie L. Cook - Credit Suisse Securities (USA) LLC**
>
> Hi. I guess, just a follow-up question to Steve. Understanding the industry leadership – you're being an industry leader in terms of exiting the gas-fired power business, even one of the biggest players in the industry, how do we think about being more proactive on the energy side? Because, to be fair, you took charges in power, but we've also taken charges in E&C over the past couple of years probably totaling about $300 million or so. So, what can you do as an industry leader to change the approach for contractors taking risk with the charges you've had and with some of your – with the other players in the industry on the verge of bankruptcy?
>
> And then my second question, understanding that you're saying you have a different approach from your peers with your integrated solutions model and you will be using that on LNG Canada, have you ever delivered a project of LNG Canada's size using your integrated solutions model and why should that not be concerning to us that we're trying this on such a large project?

David T. Seaton - Fluor Corp.

Well, it is a large project, Jamie, I agree with you. But when you look at the total value of – when you look at the two projects in Kuwait specifically, they're probably the best model of that. And in those cases, our piece is $4 billion or $5 billion. So I think, yeah, it's a bigger number. I don't think anybody's actually done it. Well, I know we haven't done a project that large using our tools and systems, but I can tell you that in the fact – let me back up. If you go back and you mentioned several projects in E&C, it's really one, and it's CPChem, and we broke that down in terms of the lessons we learned.

Now that project as well as these power projects were bid prior to the maturation of our integrated solutions approach. ***And there are fatal flaws in the bidding process of all of those projects. They were execution issues that weren't properly covered and you didn't have the coverage ratios you expect on a project that has the kind of risk that those projects had, part of it driven by market in terms of the power business.***

Emphasis added.

41. On this news, Fluor's price per share of common stock declined $13.23 from a close of $58.99 on May 3, 2018, to a close of $45.76 on May 4, 2017, ***a drop of approximately 22.43%.***

ADDITIONAL SCIENTER ALLEGATIONS

42. As alleged herein, Defendants acted with scienter in that they knew that the public documents and statements issued or disseminated in the name of the Company were materially false and misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the federal securities laws. As set forth elsewhere herein in detail, Defendants, by virtue of their receipt of information reflecting the true facts regarding Fluor, their control over, and/or receipt and/or modification of Fluor's allegedly materially misleading statements and/or their associations with

the Company which made them privy to confidential proprietary information concerning Fluor, participated in the fraudulent scheme alleged herein.

LOSS CAUSATION AND ECONOMIC LOSS

43. During the Class Period, as detailed herein, Defendants engaged in a scheme to deceive the market and a course of conduct that artificially inflated the Company's stock price, and operated as a fraud or deceit on acquirers of the Company's common stock. As detailed above, when the truth about Fluor's misconduct and its lack of operational and financial controls was revealed, the value of the Company's common stock declined precipitously as the prior artificial inflation no longer propped up its stock price. The decline in Fluor's common stock price was a direct result of the nature and extent of Defendants' fraud finally being revealed to investors and the market. The timing and magnitude of the common stock price decline negates any inference that the loss suffered by Plaintiff and other members of the Class was caused by changed market conditions, macroeconomic or industry factors or Company-specific facts unrelated to the Defendants' fraudulent conduct. The economic loss, i.e., damages, suffered by Plaintiff and other Class members was a direct result of Defendants' fraudulent scheme to artificially inflate the Company's stock price and the subsequent significant decline in the value of the Company's share, price when Defendants' prior misrepresentations and other fraudulent conduct was revealed.

44. At all relevant times, Defendants' materially false and misleading statements or omissions alleged herein directly or proximately caused the damages suffered by the Plaintiff and other Class members. Those statements were materially false and misleading through their failure to disclose a true and accurate picture of Fluor's business, operations and financial condition, as alleged herein. Throughout the Class Period, Defendants publicly issued materially

false and misleading statements and omitted material facts necessary to make Defendants' statements not false or misleading, causing Fluor's common stock to be artificially inflated. Plaintiff and other Class members purchased Fluor's common stock at those artificially inflated prices, causing them to suffer the damages complained of herein.

PRESUMPTION OF RELIANCE; FRAUD-ON-THE-MARKET

45. At all relevant times, the market for Fluor common stock was an efficient market for the following reasons, among others:

(a) Fluor common stock met the requirements for listing, and were listed and actively traded on the NYSE, a highly efficient market;

(b) During the Class Period, Fluor common stock were actively traded, demonstrating a strong presumption of an efficient market;

(c) As a regulated issuer, Fluor filed with the SEC periodic public reports during the Class Period;

(d) Fluor regularly communicated with public investors via established market communication mechanisms;

(e) Fluor was followed by securities analysts employed by major brokerage firms who wrote reports that were distributed to the sales force and certain customers of brokerage firms during the Class Period. Each of these reports was publicly available and entered the public marketplace; and

(f) Unexpected material news about Fluor was rapidly reflected in and incorporated into the Company's stock price during the Class Period.

46. As a result of the foregoing, the market for Fluor common stock promptly digested current information regarding Fluor from all publicly available sources and reflected

such information in Fluor's stock price. Under these circumstances, all purchasers of Fluor common stock during the Class Period suffered similar injury through their purchase of Fluor's common stock at artificially inflated prices, and a presumption of reliance applies.

47. Alternatively, reliance need not be proven in this action because the action involves omissions and deficient disclosures. Positive proof of reliance is not a prerequisite to recovery pursuant to ruling of the United States Supreme Court in *Affiliated Ute Citizens of Utah v. United States*, 406 U.S. 128 (1972). All that is necessary is that the facts withheld be material in the sense that a reasonable investor might have considered the omitted information important in deciding whether to buy or sell the subject security. Here, the facts withheld are material because an investor would have considered the Company's financials and adequacy of internal controls over financial reporting when deciding whether to purchase and/or sell stock in Fluor.

NO SAFE HARBOR; INAPPLICABILITY OF BESPEAKS CAUTION DOCTRINE

48. The statutory safe harbor provided for forward-looking statements under certain circumstances does not apply to any of the material misrepresentations and omissions alleged in this Complaint.

49. To the extent certain of the statements alleged to be misleading or inaccurate may be characterized as forward looking, they were not identified as "forward-looking statements" when made and there were no meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the purportedly forward-looking statements.

50. Defendants are also liable for any false or misleading "forward-looking statements" pleaded because, at the time each "forward-looking statement" was made, the speaker knew the "forward-looking statement" was false or misleading and the "forward-looking

statement" was authorized and/or approved by an executive officer of Fluor who knew that the "forward-looking statement" was false. Alternatively, none of the historic or present-tense statements made by the defendants were assumptions underlying or relating to any plan, projection, or statement of future economic performance, as they were not stated to be such assumptions underlying or relating to any projection or statement of future economic performance when made, nor were any of the projections or forecasts made by the defendants expressly related to or stated to be dependent on those historic or present-tense statements when made.

CLASS ACTION ALLEGATIONS

51. Plaintiff brings this action on behalf of all individuals and entities who purchased or otherwise acquired Fluor common stock on the public market during the Class Period, and were damaged, excluding the Company, the defendants and each of their immediate family members, legal representatives, heirs, successors or assigns, and any entity in which any of the defendants have or had a controlling interest (the "Class").

52. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, Fluor securities were actively traded on the NYSE. While the exact number of Class members is unknown to Plaintiff at this time and can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by Fluor or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions. Upon information and belief, as of April 27, 2018, Fluor had more than 140,587,114 shares of common stock outstanding. Upon information and belief, these shares are

held by thousands if not millions of individuals located geographically throughout the country and possibly the world. Joinder would be highly impracticable.

53. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by the defendants' respective wrongful conduct in violation of the federal laws complained of herein.

54. Plaintiff has and will continue to fairly and adequately protect the interests of the members of the Class and have retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

55. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by the defendants' respective acts as alleged herein;

(b) whether the defendants acted knowingly or with deliberate recklessness in issuing false and misleading financial statements;

(c) whether the price of Fluor securities during the Class Period was artificially inflated because of the defendants' conduct complained of herein; and

(d) whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

56. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually

redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

COUNT I
Violation of Section 10(b) and Rule 10b-5 Against All Defendants

57. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

58. During the Class Period, Defendants carried out a plan, scheme and course of conduct which was intended to and, throughout the Class Period, did: (1) deceive the investing public, including Plaintiff and other Class members, as alleged herein; and (2) cause Plaintiff and other members of the Class to purchase Fluor common stock at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, each of the Defendants took the actions set forth herein.

59. Defendants: (a) employed devices, schemes, and artifices to defraud; (b) made untrue statements of material fact and/or omitted to state material facts necessary to make the statements not misleading; and (c) engaged in acts, practices, and a course of business that operated as a fraud and deceit upon the purchasers of the Company's common stock in an effort to maintain artificially high market prices for Fluor securities in violation of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder. All Defendants are sued either as primary participants in the wrongful and illegal conduct charged herein or as controlling persons as alleged below.

60. Defendants, individually and in concert, directly and indirectly, by the use, means or instrumentalities of interstate commerce and/or of the mails, engaged and participated in a continuous course of conduct to conceal adverse material information about the business, operations and future prospects of Fluor as specified herein.

61. These Defendants employed devices, schemes, and artifices to defraud while in possession of material adverse non-public information, and engaged in acts, practices, and a course of conduct as alleged herein in an effort to assure investors of Fluor's value and performance and continued substantial growth, which included the making of, or participation in the making of, untrue statements of material facts and omitting to state material facts necessary in order to make the statements made about Fluor and its business operations and future prospects in the light of the circumstances under which they were made, not misleading, as set forth more particularly herein, and engaged in transactions, practices and a course of business that operated as a fraud and deceit upon the purchasers of Fluor common stock during the Class Period.

62. Individual Defendants' primary liability, and controlling person liability, arises from the following facts: (1) Individual Defendants were high-level executives, directors, and/or agents at the Company during the Class Period and members of the Company's management team or had control thereof; (2) each Individual Defendant, by virtue of his responsibilities and activities as a senior officer and/or director of the Company, was privy to and participated in the creation, development and reporting of the Company's financial condition; (3) each Individual Defendant enjoyed significant personal contact and familiarity with the other Individual Defendant and was advised of and had access to other members of the Company's management team, internal reports and other data and information about the Company's finances, operations, and sales at all relevant times; and (4) each Individual Defendant was aware of the Company's dissemination of information to the investing public which they knew or recklessly disregarded was materially false and misleading.

63. Defendants had actual knowledge of the misrepresentations and omissions of material facts set forth herein, or acted with reckless disregard for the truth in that they failed to ascertain and to disclose such facts, even though such facts were available to them. Such Defendants' material misrepresentations and/or omissions were done knowingly or recklessly and for the purpose and effect of concealing Fluor's operating condition and future business prospects from the investing public and supporting the artificially inflated price of its securities. As demonstrated by Defendants' overstatements and misstatements of the Company's financial condition throughout the Class Period, Defendants, if they did not have actual knowledge of the misrepresentations and omissions alleged, were reckless in failing to obtain such knowledge by deliberately refraining from taking those steps necessary to discover whether those statements were false or misleading.

64. As a result of the dissemination of the materially false and misleading information and failure to disclose material facts, as set forth above, the market price of Fluor's securities was artificially inflated during the Class Period. In ignorance of the fact that market prices of Fluor's publicly-traded securities were artificially inflated, and relying directly or indirectly on the false and misleading statements made by Defendants, or upon the integrity of the market in which the common stock trades, and/or on the absence of material adverse information that was known to or recklessly disregarded by Defendants but not disclosed in public statements by Defendants during the Class Period, Plaintiff and the other members of the Class acquired Fluor's common stock during the Class Period at artificially high prices and were or will be damaged thereby.

65. At the time of said misrepresentations and omissions, Plaintiff and other members of the Class were ignorant of their falsity, and believed them to be true. Had Plaintiff and the

other members of the Class and the marketplace known the truth regarding Fluor's financial results, which was not disclosed by Defendants, Plaintiff and other members of the Class would not have purchased or otherwise acquired their Fluor securities, or, if they had acquired such securities during the Class Period, they would not have done so at the artificially inflated prices that they paid.

66. By virtue of the foregoing, Defendants have violated Section 10(b) of the Exchange Act, and Rule 10b-5 promulgated thereunder.

67. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases and sales of the Company's common stock during the Class Period.

68. This action was filed within two years of discovery of the fraud and within five years of each plaintiff's purchases of common stock giving rise to the cause of action.

COUNT II
The Individual Defendants Violated Section 20(a) of the Exchange Act

69. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

70. The Individual Defendants acted as controlling persons of Fluor within the meaning of Section 20(a) of the Exchange Act as alleged herein. By virtue of their high-level positions, agency, ownership and contractual rights, and participation in and/or awareness of the Company's operations and/or intimate knowledge of the false financial statements filed by the Company with the SEC and disseminated to the investing public, the Individual Defendants had the power to influence and control, and did influence and control, directly or indirectly, the decision-making of the Company, including the content and dissemination of the various statements that Plaintiff contends are false and misleading. The Individual Defendants provided

with or had unlimited access to copies of the Company's reports, press releases, public filings and other statements alleged by Plaintiff to have been misleading prior to and/or shortly after these statements were issued and had the ability to prevent the issuance of the statements or to cause the statements to be corrected.

71. In particular, each of these Defendants had direct and supervisory involvement in the day-to-day operations of the Company and, therefore, is presumed to have had the power to control or influence the particular transactions giving rise to the securities violations as alleged herein, and exercised the same.

72. As set forth above, Fluor, the Individual Defendants each violated Section 10(b), and Rule 10b-5 promulgated thereunder, by their acts and omissions as alleged in this Complaint.

73. By virtue of their positions as controlling persons, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and other members of the Class suffered damages in connection with their purchases of the Company's common stock during the Class Period.

74. This action was filed within two years of discovery of the fraud and within five years of each Plaintiff's purchases of common stock giving rise to the cause of action.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff prays for relief and judgment as follows:

(a) Determining that this action is a proper class action, certifying Plaintiff as class representative under Federal Rule of Civil Procedure 23 and Plaintiff's counsel as class counsel;

(b) Awarding compensatory damages in favor of Plaintiff and the other members of the Class against all Defendants, jointly and severally, for all

damages sustained as a result of the defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

(c) Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees;

(d) Granting extraordinary equitable and/or injunctive relief as permitted by law; and

(e) Such other and further relief as the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiff hereby demands a jury trial.

Dated: May 24, 2018

Local Counsel

Respectfully Submitted,

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